

CERTIFICATE OF INCORPORATION

No. 47949

I hereby certify that

Store Design Contracts Limited

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at Edinburgh the 23 September 1970

D.E.D. Robertson
Registrar of Companies

THE COMPANIES ACTS 1948 TO 1967

Declaration of compliance

Pursuant to Section 15(2) of the Companies Act 1948

Name of Company STORE DESIGN CONTRACTS Limited*

I, ROBERT STURROCK RENNIE
of 18 CAMMUREFIELD TERRACE MONIFIETH ANGUS

Do solemnly and sincerely declare that I am (see note (a) below) a person named in
the Articles of Association as a director (11)
of STORE DESIGN CONTRACTS

..... Limited*

And that all the requirements of the Companies Act, 1948, in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with. And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1835.

Declared at Angus

the Sixteenth day of September
one thousand nine hundred and seventy

before me.

[Signature] Notary Public

A-Commissioner-for-Oaths (see note (b) below)

(a) "a Solicitor of the Supreme Court" (or in Scotland "a Solicitor")
"engaged in the formation", or "a person named in the articles of association as a
director", or "a person named in the articles of association as a secretary"

(b) or Notary Public or Justice of the Peace

* Delete "Limited" if not applicable.



Presented by:

Presenter's reference:

JOHN OSWALD & SON
(REGISTRATION AGENTS)
EDINBURGH.

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM of ASSOCIATION

of

STORE DESIGN CONTRACTS LIMITED

- I. The name of the Company is "STORE DESIGN CONTRACTS LIMITED."
- II. The Registered Office of the Company shall be situate in Scotland.
- III. The objects for which the Company is established are:-
 - (1) To carry on and develop in the United Kingdom or elsewhere the business of Shopfitters, joiners, carpenters, designers and planners of hotels, shops, offices, stores and dwelling houses of all sizes, manufacturers and installers of fittings and fixtures in metal, timber, plastic and all types of materials relative in any way to the foregoing businesses; and designers of shop fronts, manufacturers and erectors thereof; and to carry on any other trade or businesses subsidiary or ancillary to the foregoing business which it may for the time being and from time to time be expedient to carry on therewith or in aid thereof.
 - (2) To buy and sell, import, export, manufacture, repair, alter, improve, exchange, let on hire, render marketable and deal in materials, fabrics and substances, preservatives, chemicals, acids, fluids, metals, utensils, instruments, implements, machinery, plant, apparatus, commodities, and articles useful or necessary for the purpose of any of the businesses foresaid or commonly supplied or dealt in by persons engaged in any of the businesses foresaid or required by customers of or persons having dealings with the Company, either by wholesale or retail, or which may seem capable of being profitably dealt with in connection with any of the businesses foresaid, or of any contracts undertaken by the Company, and either for the purposes only of such contracts or as an independent business.

(3)/

2

- (3) To carry on any other businesses or trades which can be advantageously or conveniently carried on by the Company by way of extension of or in connection with the above or which are calculated directly or indirectly to benefit the Company or to enhance the value or render more profitable any of the Company's property or rights.
- (4) To acquire by purchase or otherwise, and undertake for cash or shares or otherwise, and carry on all or any part of the business or property of any company, firm or person carrying on any business which the Company is authorised to carry on, or possessed of property or rights suitable for the purposes of the Company, and as part of the consideration for such acquisition, to undertake all or any of the liabilities of such company, firm or person.
- (5) To purchase, feu, construct, acquire, maintain, improve, take in exchange or on lease or hire, and use for any purposes of the Company, any lands and buildings, machinery, plant, stock-in-trade, apparatus, concessions, and other property, rights, privileges, servitudes, easements and interests, goodwill and other rights of whatever kind, heritable and moveable, real and personal, which may be deemed necessary or convenient for such purposes, or any of them, and to hold, exercise, develop, improve, promote the uses of, sell, lease, hire, exchange, re-sell, mortgage, pledge, or otherwise deal with, turn to account, or dispose of the same in such manner as from time to time may be deemed expedient.
- (6) To build, construct, carry out, lay down, maintain, improve, manage, work, control and superintend, pull down and remove or replace, any factories, mills, buildings, houses, mains, pipes, roads and other works which may seem, directly or indirectly, conducive to any of the Company's objects and to contribute to, subsidise, or otherwise assist or take part in such operations.
- (7) To apply for or join in applying for or otherwise acquire any letters patent, patent rights or inventions, brevets d'invention, licences of any kind, concessions, secret processes, registered designs, unregistered designs, trade marks, or the like, which may appear to be useful to the Company, and to register, protect, prolong, renew, exercise, develop, grant licences under, use, manufacture under, or turn to account the same by merchandising or otherwise, and also to acquire, use and register trade marks and trade names in relation to any business or businesses for the time being carried on by the Company or which the Company is authorised to carry on or engage in.
- (8) To enter into partnership or amalgamation or into any arrangement for sharing profits, union of interest, co-operation, joint adventure, reciprocal concession or otherwise with any person, firm, company or syndicate.
- (9) To act as agents and brokers for manufacturers, merchants and others and to transact all kinds of agency business, and in particular for constituents and customers of the Company/

Company and for any persons, firms, companies or societies carrying on any business or businesses of a similar nature to that of any branch or branches of the Company's business or businesses, and to receive money, goods and effects for custody, transmission, sale or otherwise.

- (10) To pay for any property or rights acquired by the Company in cash, by instalments, or in shares of the Company, with or without special rights as to dividend or repayment of capital, or by means of any security which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as may be agreed upon.
- (11) To undertake and carry into effect all such financial, commercial, trading, or other operations or businesses in connection with the objects of the Company as the Company may think fit.
- (12) To sell, feu, exchange, lease, hire, mortgage, transfer, turn to account or otherwise deal with or dispose of the whole or any part of the businesses, undertaking, property or assets, of the Company, or any right over or any interest in the same in such manner, upon such terms, including payment in cash or in shares, or debentures, or other securities of any other company, association, firm or person, and subject to such conditions as the Company may think proper.
- (13) To promote or concur in establishing or promoting any company or companies for the purpose of carrying on any business which the Company is authorised to carry on or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (14) To take or otherwise acquire and hold in the name of the Company or of any trustees or trustee for the Company or otherwise, any shares, stock, debentures or other securities of or interests in any other company, association or firm having objects altogether or in part similar to those of the Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.
- (15) To invest and deal with the available moneys of the Company upon such securities including personal obligations and in such manner as may from time to time be determined and to lend and advance money with or without security to any company, firm or person upon such terms as may be resolved and to transact any of the business of a banker which may seem to the Company expedient.
- (16) To guarantee the payment of any moneys or the performance of any contracts, liabilities, duties, obligations, or engagements of any company, firm or person, and to become liable or responsible for money and to undertake obligations of every kind and description, upon such terms as the Company may consider desirable.
- (17)/

- (17) To receive money on deposit and to borrow or borrow with-
out security or to receive the proceeds thereof in such
manner and on such terms as may seem expedient, including
the issue of letters, loans and discounts and in security
of any kind the full disposition, bills, promissory notes,
warrants, loan stock, debentures or debenture stock per-
petual or otherwise, and charged or not charged upon the
whole or any part of the Company's property and its uncalled
capital for the time being and that at such rate of inter-
est and repayable in such manner as may be deemed expedient,
and to renew, re-issue, redeem or pay all or any of such
securities.
- (18) To draw, make, accept, endorse, discount, execute and issue
promissory notes, bills of exchange, bills of lading, warr-
ants, debentures and other negotiable or transferable docu-
ments.
- (19) To purchase with a view to closing or reselling or otherwise
dealing with in whole or in part any business or properties
which may be deemed likely to injure by competition or other-
wise any business or branch of business which the Company is
authorised to carry on.
- (20) To grant pensions, allowances, gratuities and bonuses to Dir-
ectors or ex-Directors, employees or ex-employees of the Com-
pany or the dependants of such persons and to support or
subscribe to any charitable or other institutions, clubs,
societies or funds.
- (21) To effect, purchase or otherwise acquire and keep up, at the
cost of the Company, any policy or policies of insurance
upon the life or lives of any person or persons holding any
office or employment under the Company, or indebted to the
Company, and to surrender, sell, discharge, or upgive any
such policy or policies as aforesaid.
- (22) To adopt such means of making known the business and products
of the Company as the Directors of the Company may deem ex-
pedient, and, in particular, by advertising in the press or
by radio or television, by circulars, by purchase and exhib-
ition of works of art, mechanical devices, models, or works
of other interests; by publications of books, magazines and
periodicals, and by granting prizes, rewards and donations.
- (23) To pay all expenses of and incidental to the formation and
registration of the Company and the issue of its Capital.
- (24) To indemnify and secure any company, firm or person against
debt or liability incurred or undertaken for behoof of the
Company or against any costs, losses or expenses in conn-
ection with the business or the affairs of the Company.
- (25) To distribute among the members of the Company in specie any
property of the Company and in particular any shares, debent-
tures, debenture stock or securities of other companies be-
longing to the Company or of which the Company may have the
power of disposing or any proceeds of sale or disposal there-
of, but so that no distribution amounting to a reduction of
Capital be made except with the sanction (if any) for the time
being required by law.

- (26) To do all such things as are incidental or conducive to the attainment of the above objects and to carry out the objects of the Company as principals, agents, contractors, trustees or otherwise and by or through agents, trustees or otherwise and either alone or in conjunction with others.
- (27) To promote any company or companies for the purpose of carrying on any business which the Company is authorised to carry on, or for acquiring and undertaking all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause, or to be limited or restricted by reference to or inference from the terms of any other Sub-Clause or the name of the Company.

IV. The liability of the members is limited.

- V. The Share Capital of the Company is Sixteen thousand pounds divided into Sixteen thousand shares of One pound each with power to increase or, with the sanction necessary by law, to reduce the Capital, and to divide the Shares in the Capital for the time being into several classes and to attach thereto respectively preferential, deferred, qualified or special rights, privileges or conditions, and to convert paid-up Shares into Stock.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take/

take the number of Shares in the Capital of the Company set opposite our respective names.

Names, Addresses and Descriptions of Subscribers.	Number of Shares taken by each Subscriber.
ROBERT STURROCK RENNIE <i>R. Rennie</i> 18 PAINMUREFIELD TERRACE MUNIFIETH, ANGUS SHOPFITTING CONSULTANT	ONE
CULIN RICHARD JOHNSTONE 10 PARKWAY, IRBY, WIRRAL CHESHIRE <i>C. Johnstone</i> WORKS DIRECTOR	ONE

Dated this *Twentieth* day of *September* Nineteen
hundred and seventy.

Witness to the above signatures:-

John M. Martin (JOHN M. MARTIN)
16 LANRINE STREET
DUNDEE
Certified Accountant

4444/3.

- 7 -

THE COMPANIES ACTS, 1948 to 1987

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

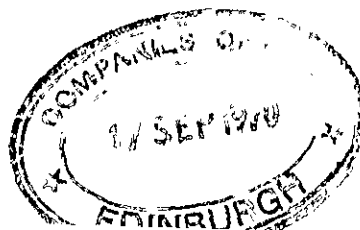
STORE DESIGN CONTRACTS LIMITED

1. The regulations contained in Part I of Table A of the First Schedule appended to the Companies Act, 1948, save in so far as the same are excluded or varied by the following regulations, shall apply.

CONSTITUTION AND SHARE CAPITAL

2. The Company is a private company and accordingly:-
 - (a) the right to transfer shares is restricted in manner hereinafter prescribed;
 - (b) the number of members of the company (exclusive of persons who are in the employment of the company and of persons who having been formerly in the employment of the company were while in such employment and have continued after the determination of such employment to be members of the company) is limited to fifty. Provided that where two or more persons hold one or more shares in the Company jointly they shall for the purpose of this regulation be treated as a single member;
 - (c) any invitation to the public to subscribe for any shares or debentures of the Company is prohibited;
 - (d) the company shall not have power to issue share warrants to bearer.
3. The original share capital of the company shall be £16,000 divided into 16,000 Shares of £1 each.

4./



4. The Directors, may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share. Regulation 74 of Part I of Table A shall not apply.
5. Regulation 77 of Part I of Table A shall be varied to the extent that the lien thereby provided shall extend to fully paid up shares as well as to shares that are not fully paid up.
6. The Directors may at any time require any person whose name is entered in the register of members of the company to furnish them with any information, supported (if the Directors so require) by a statutory declaration, which they may consider necessary for the purpose of determining whether or not the Company is an exempt private company within the meaning of sub-section (4) of section 129 of the Act.

PROCEEDINGS AT MEETINGS

7. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; Save as herein otherwise provided two members present in person or by proxy shall be a quorum. Regulation 53 of Part I of Table A shall not apply.
8. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the company duly convened and held.

BORROWING POWERS

9. The proviso to Regulation 79 of Part I of Table A shall not apply and the Directors without prejudice to their general powers may, in the name and on behalf of the Company, borrow from themselves or from others any money for the purpose of the Company without limit as to amount and that upon such terms and in such manner as they think fit.
10. Unless otherwise determined by the Company in General Meeting the number of Directors shall not be more than seven but there may be a sole Director.

DIRECTORS

11. The following shall be the first Directors of the Company:-
Robert Sturrock Rennie, Shop Fitting Consultant, Lochaber,
18 Panmurefield Terrace, Monifeith, Angus and Colin Richard
Johnstone, Works Director, 10 Parkway, Irby, Wirrall,
Cheshire.
12. No qualification shall be required of any Director and Regulation 77 of Table A Part I shall not apply.
13. Sub-Section (2) of Regulation 84 of Part I of Table A shall not apply and a Director shall be entitled to contract and to participate in the profits of any contract with the company in the same manner as if he were not a Director and may vote in respect of any contract or arrangement in which he is interested.

14. Regulation 86 of Part I of Table A shall be varied to the extent of excluding the requirement that every Director present at a Meeting of Directors or Committee of Directors shall sign his name in a book to be kept for that purpose.
15. The office of Director shall be vacated if the Director:-
- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (b) becomes prohibited from being a Director by reason of any order made under Section 188 of the Act; or
 - (c) becomes of unsound mind; or
 - (d) resigns his office by notice in writing to the company.
- Regulation 88 of Part I of Table A shall not apply.

Names, Addresses and Descriptions of Subscribers.

ROBERT STURROCK RENNIE
18 PANMUREFIELD TERRACE
MONIFIETH, ABERGUS
SHOPFITTING CONSULTANT

R. Rennie

COLIN RICHARD JOHNSTONE
10 PARKWAY, IRBY
WIRRAL, CHESHIRE
WORKS DIRECTOR

C. R. Johnstone

Dated this *Sixteenth* day of *September* Nineteen
hundred and seventy.

Witness to the above signatures:-

John M. Martin (JOHN M. MARTIN)
18 Rankine Street
DUNDEE

Certified Accountant

CERTIFIED THAT THE ABOVE HAS BEEN
REPRODUCED BY MULTILITH LITHOGRAPHY.
JOHN OSWALD & SON (OFFSET LITHO)

William Scott
.....
Director

No. of Company

44949/4

£80
684

STORE DESIGN CONTRACTS

LIMITED

STATEMENT of the Nominal Capital made pursuant to s. 112 of the Stamp Act, 1891. (NOTE — The Stamp Duty on the Nominal Capital is Ten shillings for every £100 or fraction of £100 — Section 41, Finance Act, 1933.)

This Statement is to be filed with the Memorandum of Association, or other Document, when the Company is registered.

The NOMINAL CAPITAL of the above-named Company is £1000

Signature

F. Sturges

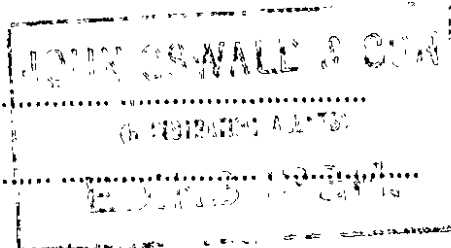
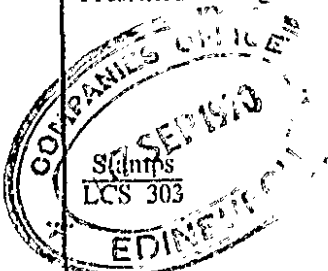
Description

Director

Date

16th September 1970

Presented for registration by



NOTE — This margin is reserved for Binding, and must not be written across

CONFIDENTIAL

of

STORE DESIGN CONTRACTS LIMITED

Passed 6th October, 1970

"That the Share Capital of the Company be increased from £16,000 to £20,000 by the creation of 4000 new shares of £1 each to rank pari passu in all respects with the existing shares of the Company".

Officer

Director

Presented by



(REGISTRATION AGENTS)

No. of Company 47949

8.

NOTICE OF INCREASE IN NOMINAL CAPITAL

Pursuant to Section 63

THE COMPANIES ACT, 1948.

Name of Company { STORE DESIGN CONTRACTOR"

_____ Limited

Note. - This notice, accompanied by a printed copy of the Resolution authorising the Increase, must be forwarded to the Registrar of Companies within 15 days after the passing of the said Resolution.

Presented by

~~JOHN OSWALD & SON~~

~~ITERATION~~ (CONTS)

EDINBURGH.



Form No. 10

No. of Company.....

47949

9

111

STATE OF NEW YORK

COMPANY, LIMITED.

Statement of Increase of Nominal Capital pursuant to s. 112 of the Stamp Act, 1891.

(NOTE — The Stamp duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100 — Section 41, Finance Act, 1933).

This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1903).

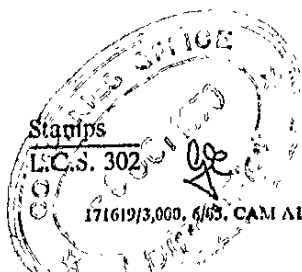
NOTE. — Attention is drawn to Section 63 of the Companies Act, 1948, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the Increase.

Presented for registration by

JOHN OSWALD & SON

(REGISTRATION AGENTS)

EDINBURGH.





The NOMINAL CAPITAL of.....



..... Company, Limited,

has by a Resolution of the Company dated ...6th. October, 1970.....

been increased by the addition thereto of the sum of £ 4000....., divided into

.....4,000.....shares of £ 1.....each, beyond the Registered Capital of

.....Sixteen thousand pounds.....

Signature.....*R. B. Kinn*.....

DescriptionDirector.....

Date7th. October, 1970.....

NOTE.—This margin is reserved for Binding, and must not be written across.



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 47949

I hereby certify that

Store Design Contracts Limited

having by special resolution and with the approval of the Department of Trade
and Industry changed its name, is now incorporated under the name of

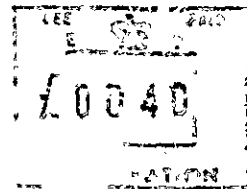
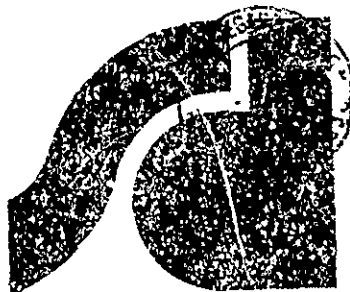
STORE DESIGN LIMITED

Given under my hand at Edinburgh the 18 March 1981

DSD R. R. R.

Registrar of Companies

27949/38



shopfitting by
Store Design

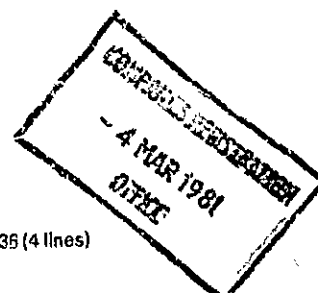
Special Resolution in terms of Section 141(2) of the Companies Act 1948

"That the name of the Company be changed to Store Design Ltd"

I hereby certify that the above Special Resolution was duly passed by this Company on 15th December 1980.

A.J.B. Robertson
Company Secretary

Store Design Contracts Ltd., Hillend Industrial Estate, near Dunfermline, Fife. Telephone: Dalgety Bay 823636 (4 lines)
Reg. No. 47949 Scotland. VAT Reg. No. 269 8525 06



Directors: R. S. Rennie F.B.I.M. F.Inst.S.M. F.Inst.M. A.B.I.C.C. (Chairman and Managing), C. R. Johnstone, M. I. Rennie, A. Harper, A. J. B. Robertson A.C.C.A. (Company Secretary)

G**225(1)****Notice of new accounting reference date given during the course of an accounting reference period**

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies

For official use

S.C.

Company number

[154]

47949

Name of company

* insert full name of company

* STORE DESIGN LIMITED

Note
Please read notes 1 to 5 overleaf before completing this formgives notice that the company's new accounting reference date on reference period and each subsequent accounting reference period of ~~the~~ ^{accounting} to be treated as coming, or as having come, to an end is as shown below:

Day Month

1 7 0 4

21/9/86 → 21/9/87
21/9/86 → 17/4/87

† delete as appropriate

The current accounting reference period of the company is to be treated as [shortened][extended]† and ~~[is to be treated as having come to an end]~~ [will come to an end]† on

Day Month Year

1 7 0 4 1 9 8 7

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

See note 4c and complete as appropriate

The company is a [subsidiary][holding company]† of _____

_____, company number _____

the accounting reference date of which is _____

Signed



[Director][Secretary]† Date

26.11.86

Presenter's name address and reference (if any):

Allen & Overy
9 Cheapside
London EC2V 6AD

(PH/NDS)

For official Use
General Section

Post room

20.11.86



G

COMPANIES FORM No. 225(1)

225(1)

Notice of new accounting reference date given during the course of an accounting reference period

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

To the Registrar of Companies

For official use

Company number

--	--	--	--

47949

Please complete legibly, preferably in black type, or bold block lettering

Name of company

* STORE DESIGN LIMITED

* Insert full name of company

Note

Please read notes 1 to 5 overleaf before completing this form

† delete as appropriate

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3	1	1	2
---	---	---	---

Day Month Year

3	1	1	2	1	9	8	9
---	---	---	---	---	---	---	---

The current accounting reference period of the company is to be treated as [shortened][extended]† and [is to be treated as having come to an end][will come to an end]† on

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][holding company]† of _____

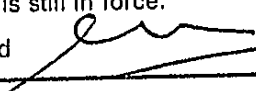
_____, company number _____

the accounting reference date of which is _____

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____ and it is still in force.

Signed

 Designation† Secretary Director

Date 1 December 1989

† Insert
Director,
Secretary,
Receiver,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Presenter's name address and reference (if any):

For official Use
General Section

Post room



Jordan & Sons Limited
21 St. Thomas Street, Bristol BS1 6JS Tel. 0272-230600 Telex 449119

The Companies Acts 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

Store Design Limited

(passed on 6 December 1989)

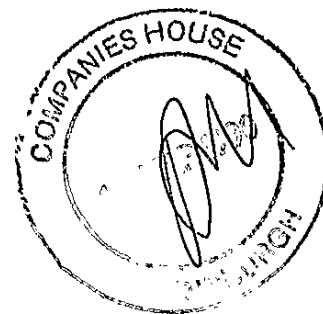
At an ANNUAL GENERAL MEETING of the
above-named Company held on 6 December 1989,
the following resolution was duly passed
as a Special Resolution:-

RESOLUTION

"THAT in accordance with the provisions of
Section 252 of the Companies Act 1985 no
auditors be appointed by the Company in that
it is a dormant company and meets the other
requirements of the aforesaid section in this
regard."

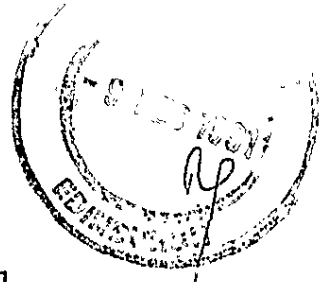


Chairman



THE COMPANIES ACTS 1948 TO 1989
PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
OF
STORE DESIGN LIMITED



Passed on 28 November 1991

At an Extraordinary General Meeting of the above named Company duly convened and held at Mossway, Hillend Industrial Estate, Dalgety Bay on 28 November 1991, the following Resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

"THAT the Memorandum of Association of the Company be and is hereby altered by the insertion of the following Sub-Clause 28 at the end of Clause III thereof, viz:-

"To promote the interests of Havelock Europa PLC (registered number 782546) and of any company which shall at the time be a holding company of the Company or another subsidiary of a holding company of the Company or a subsidiary of the Company (the expressions "holding company" and "subsidiary" having the meanings ascribed to them respectively in Section 736 of the Companies Act 1985 or any statutory amendment or re-enactment thereof for the time being in force) in any manner whatever and in particular by paying or discharging the liabilities thereof (including, without limiting the generality, the liabilities of the said Havelock Europa PLC to The Royal Bank of Scotland plc and/or the Clydesdale Bank plc) or giving any undertaking to do so by giving any indemnity or guarantee and/or any security or charge in respect of such liabilities and in respect of the performance of obligations of all kinds by any such company as aforesaid either with or without consideration and whether or not any benefit flows to the Company other than the promotion of such interests as aforesaid, to the effect and extent that the promotion of the interests of any such company as aforesaid shall be a separate and independent object and not a power of the Company."

Glasgow, 4th December 1991
Certified a true copy,
S. Hardie,
Solicitor.

BY ORDER OF THE BOARD

DIRECTOR

COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTIONS

OF

STORE DESIGN LIMITED

(passed on 15 April 1992)

At an EXTRAORDINARY GENERAL MEETING of the
above-named Company held on 15 April 1992
the following resolutions were duly passed
as Resolutions:-

RESOLUTIONS

- (1) To dispense with the holding of annual general meetings with immediate effect.
- (2) To dispense with the requirement to lay the annual report and accounts before the company in general meeting.

